

IN RE USA Springs Inc

Debtor(s)

Case No. 08-11816-JMD

(If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
Real Property Held as Garrison Place Realty Trust: Those certain tracts or parcels of land situated in Nottingham, County of Rockingham, State of New Hampshire and in Barrington, County of Strafford, State of New Hampshire, at 145 Old Turnpike Road, 03290, with the improvements thereon as specified hereinbelow: Parcel in Nottingham, Rockingham County: A certain tract or parcel of land, with the improvements thereon, situated in the Town of Nottingham, County of Rockingham, State of New Hampshire, bounded and described as follows: on the South by the turnpike Road; so-called; on the East by land now or formerly of Jeremiah Chesley Northerly by Strafford County line, and Westerly by land now or formerly of True W. Chesley. Containing one hundred acres, be the same more or less, and having been formerly known as the homestead farm of the late Asa G. Chesley Parcel in Barrington, Strafford County: A certain tract of land, situated in the Town of Barrington, County of Strafford, State of New Hampshire, bounded and described as follows: beginning at the County Line at the corner of land of True W. Chesley and running N. 44 E. by land of said Chesley and land formerly owned by Bartlett and Courser a distance of 62.82 rods to a stake and stones; thence Southeasterly about 53 rods to a stake and stones on line of the Evans land; thence by this line and spotted trees Southwesterly to a stake and stones on County Line; thence Northwesterly by said County Line to first mentioned bound. Containing twenty acres, more or less, and known as the Garland Lot and owned by the late Asa G. Chesley. Being the same premises conveyed to the within grantor by deed of Robert C. Pulcinella dated May 5, 1998 and recorded at the Rockingham Registry of Deeds at Book 3290, Page 392 and Book 3308, Page 1138 and at the Strafford County Registry of Deeds at Book 2003, Page 726.. Real property Held As Just Cause Realty Trust: A certain tract or parcel of land situated in the Town of	Fee Simple		21,500,000.00	10,408,330.00
	Fee Simple		2,500,000.00	9,375,000.00
TOTAL			27,000,000.00	

(Report also on Summary of Schedules)

IN RE USA Springs Inc

Debtor(s)

Case No. 08-11816-JMD

(If known)

SCHEDULE A - REAL PROPERTY
(Continuation Sheet)

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
<p>Nottingham, County of Rockingham and State of New Hampshire, at 155 Old Turnpike Road, 03290, bounded and described as follows:</p> <p>Beginning at a stone wall on the Northerly sideline of the Turnpike Road, so called-now known as Route 4 - at land of the heirs of Felix Pulcinella; thence running Northerly along the said stonewall and land of Pulcinella to the Town line of Barrington, also the County Line of Strafford County; thence turning and running Westerly along the said Town and County Lines, a distance of twenty (20) rods to land formerly of Alice Chesley and Bessie M. Spencer, now of Douglas McDonald; thence turning and running by said McDonald's land and parallel with the first-described line, to a point two hundred thirty-five (235) feet Northerly from the said Turnpike Road, thence turning and running Easterly by land conveyed by Pearl V. Chesleym, as Grantor to Victor and Violet DeMeritt by deed dated September 14, 1953, and recorded in the Rockingham County Records Book 1294 Page 27 to a point thirty (30) feet from Pulcinella land; thence turning and running Southerly, parallel with the said stonewall and land of Pulcinella, a distance of one hundred fifty (150) feet to the said Turnpike Road; thence turning and running Easterly along the said Turnpike Road, a distance of thirty (30) feet to the point of the beginning. Containing fourteen (14) acres, more or less.</p> <p>Being the same premises conveyed to Just Cause Realty Trust by deed of K. and B. Realty Trust dated June 11, 2003 and recorded in the Rockingham County Registry of Deeds at Book 4054 Page 2394.</p> <p>Real Property Held as Sweet Review Realty Trust:</p> <p>A certain tract of land with the buildings thereon, situated in the Town of Nottingham, County of Rockingham and State of New Hampshire, at 165 Old Turnpike Road, 03290, bounded and described as follows:</p> <p>Lot 6, containing 3,338,510 square feet (76.62 acres) more or less on a subdivision plan which is recorded at the Rockingham County Registry of Deeds as Plan #D-33508.</p> <p>Being the same premises conveyed to Sweet Review Realty Trust by deed of Brett Gillespie and Stephanie Gillespie dated April 25, 2006 and recorded at Rockingham Registry of Deeds on March 28, 2007 at Book 4781 Page 0001</p>	Fee Simple		3,000,000.00	9,000,000.00

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.	X	Money in Checking accounts		335.17
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.				
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, include audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interest in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issue.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			

IN RE USA Springs Inc

Debtor(s)

Case No. 08-11816-JMD

(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		100% Stock Ownership of USA Springs Inc. (New Hampshire Corporation) This Corporation is the holder of mineral extraction rights Project development approvals for 4-Acre Water Bottling Facility Mineral Rights" (i.e. groundwater extraction and bottling permits) NH DES issuance of Large Groundwater Withdrawal Permit Nottingham Planning Board approval of Site Plan development of Water Bottling Plant Other State (DOT) and Federal (Army Corps of Engineers) Permits also in place		100,000,000.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements in which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interest, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		Amendment of Site Specific Permit WPS-7147 Approval No CA2005072713 Approval of Application for Holding Tank Registration Approval of Request to Retain 6 Monitoring Structures Approval of Wells USA-1, 2 and 4 Building permit No. 085-07 Building Permit No. 141-06 Town of Nottingham Building Permit No. 141-06 Town of Nottingham		unknown unknown unknown unknown unknown unknown unknown

IN RE USA Springs Inc

Debtor(s)

Case No. 08-11816-JMD

(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
		Certificate of No Further Action Groundwater Management Permit GWP-200302008-N-001 Permit No 184.22. Permit to construct Dam Planning Board grant of Site Plan Approval for water bottling permit Site Specific Permit Wetlands and Non-site specific permit 2001-00716 Withdrawal Permit No. LGWP 2004-0003 (to withdraw spring water)		unknown unknown unknown unknown unknown unknown unknown
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
TOTAL				100,000,335.17

0 continuation sheets attached

(Include amounts from any continuation sheets attached.
Report total also on Summary of Schedules.)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER. (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.		Mechanic Lien 2008				206,330.00	
AHO Construction, Inc. 30 Tricnit Road New Ipswich, NH 03071		VALUE \$ 21,500,000.00					
ACCOUNT NO.	X	Mortgage				602,000.00	
Bill Gianopolos 579 Mount Vernon Street Lawrence, MA 01843		VALUE \$ 21,500,000.00					
ACCOUNT NO.	X	Mortgage				380,000.00	
Dorothy Sajous 290 South Main Street Andover, MA 01810		VALUE \$ 21,500,000.00					
ACCOUNT NO.	X	2007 Mortgage				375,000.00	
Frank Carozza 3165 Bel Air Drive Las Vegas, NV 89109		VALUE \$ 2,500,000.00					
Subtotal (Total of this page)						\$ 1,563,330.00	\$
Total (Use only on last page)						\$	\$

1 continuation sheets attached

(Report also on
Summary of
Schedules.)

(If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data.)

IN RE USA Springs IncCase No. 08-11816-JMD

Debtor(s)

(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.	X	2007 Mortgage				208,000.00	
Richard Mignalt 9 Farwood Rd. Windham, NH 03087		VALUE \$ 21,500,000.00					
ACCOUNT NO.	X	Fist Mortgage on all Real Property, 2007				9,000,000.00	
Roswell Commercial Mortgage LLC Three Neshaminy Interplex Trevose, PA 19053		VALUE \$ 127,000,000.00					
ACCOUNT NO.							
		VALUE \$					
ACCOUNT NO.							
		VALUE \$					
ACCOUNT NO.							
		VALUE \$					
ACCOUNT NO.							
		VALUE \$					

Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Secured Claims	Subtotal (Total of this page)	\$ 9,208,000.00	\$
	Total (Use only on last page)	\$ 10,771,330.00	\$

(Report also on
Summary of
Schedules.)(If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data.)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

IN RE USA Springs Inc

Debtor(s)

Case No. 08-11816-JMD

(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Taxes and Other Certain Debts Owed to Governmental Units

(Type of Priority for Claims Listed on This Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER. <i>(See Instructions above.)</i>	CODEBTR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCOUNT NO.	X	Tax lien				2,000.00	2,000.00	
Town Of Barrington 41 Prvince Lane Barrington, NH 03825								
ACCOUNT NO.	X	Tax lien				10,000.00	10,000.00	
Town Of Nottingham P.O. Box 114 Nottingham, NH 03290								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
ACCOUNT NO.								
Subtotal (Totals of this page)						\$ 12,000.00	\$ 12,000.00	\$
Total (Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)						\$ 12,000.00		
Total (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)							\$ 12,000.00	\$

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. Annibale Todesca 12 Jana Rd. Salem, NH 03079		2005-2006				85,000.00
ACCOUNT NO. Busby Construction Inc. 9 Pond Lane Atkinson, NH 03811		2007				20,145.00
ACCOUNT NO. Clearwater Drilling P.O. Box 122 Rollinsforth, NH 03869		2005-2006				6,500.00
ACCOUNT NO. Diom LLC 5 Tsieneto Rd., Suite 78 Derry, NH 03038		2007-2008 Mechanic's Lien on 145 Old Turnpike Rd.				256,249.98

3 continuation sheets attached

Subtotal
(Total of this page) \$ **367,894.98**

Total
(Use only on last page of the completed Schedule F. Report also on
the Summary of Schedules and, if applicable, on the Statistical
Summary of Certain Liabilities and Related Data.)

\$

IN RE USA Springs IncCase No. 08-11816-JMD

Debtor(s)

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.	X	2007				
Donald Willey P.O. Box 1802 Salisbury, MA						120,000.00
ACCOUNT NO.		2007				
Eastern Propane P.O. Box 1800 Rochester, NH 03866						6,000.00
ACCOUNT NO.		2007				
Ed Gaecek P.O. Box 862 Pelham, NH 03076						23,000.00
ACCOUNT NO.		2007-2008				
Frank DeLucia & Son, Inc. 386 Merrimack Street Methuen, MA 01844						784,808.70
ACCOUNT NO.		2005-2007				
Gene DeLucia Consulting 518 Harbor Drive North Indian Rock Beach, FL 33785						310,000.00
ACCOUNT NO.		2005-2006				
Gradient Corp. 20 University Rd. Cambridge, MA 02138						65,000.00
ACCOUNT NO.		2007				
JGI Eastern Inc 77 Sundial Ave., Suite 401W Manchester, NH 03103						8,500.00
Subtotal (Total of this page)						\$ 1,317,308.70
Total (Use only on last page of the completed Schedule F. Report also on the Summary of Schedules, and if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						\$

IN RE USA Springs IncCase No. 08-11816-JMD

Debtor(s)

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. (See Instructions Above.)	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		2006				
Jihad Moussa 2 Haroun Street Methuen, MA 01844						22,000.00
ACCOUNT NO.		2006-2007				
Joseph Fitzgibbons 126A Pleasant Valley Street Methuen, MA 01844						20,000.00
ACCOUNT NO.		2006				
Kathy McLaughlin 18 Hobbs Rd Pelham, NH 03076						55,000.00
ACCOUNT NO.		2007				
Keith Guilmette 5 Megan Circle Salem, NH 03079						44,000.00
ACCOUNT NO.		2007				
Laurie DeLucia 9 Woodland Street Plaistow, NH 03865						95,000.00
ACCOUNT NO.		2007				
Manny Amoral 52 Marathon Street Arlington, MA 02474						10,000.00
ACCOUNT NO.		2006-2007				
Marco Rotondo 8 Mohawk Street Hampton, NH 03076						344,000.00
Sheet no. <u>2</u> of <u>3</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page) \$ 590,000.00
(Use only on last page of the completed Schedule F. Report also on the Summary of Schedules, and if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						Total \$

IN RE USA Springs IncCase No. 08-11816-JMD

Debtor(s)

(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER. <i>(See Instructions Above.)</i>	CODEBTOR HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO.		2007				
Mike Alberta 17 Cheever Ave. Saugus, MA 01906						12,000.00
ACCOUNT NO.		2005-2007				
MyKrowaters, Inc. P.O. Box 1088 Concord, MA 01742						85,000.00
ACCOUNT NO.		2005-2007				
New Hampshire Soils, Inc. 202 Kent Place Newmarket, NH 03857						100,000.00
ACCOUNT NO.		2006				
Stephane Guillespie 165 Old Turnpike Road Nottingham, NH 03904						15,000.00
ACCOUNT NO.		2007				
United Rentals, Inc. 4 Rebel Road Hudson, NH 03051						1,908.00
ACCOUNT NO.		2007				
Verizon P.O. Box 4861 Trenton, NJ 08650-4861						23,460.00
ACCOUNT NO.		2004-2007				
W.C. Cammett Engineering 297 Elm Street Amesbury, MA 01913						618,000.00
Subtotal (Total of this page)						\$ 855,368.00
Total (Use only on last page of the completed Schedule F. Report also on the Summary of Schedules, and if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						\$ 3,130,571.68

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
AHO Construction, Inc. 30 Tricnit Road New Ipswich, NH 03071 W.C. Cammett Engineering 297 Elm Street Amesbury, MA 01913 Diom LLC 5 Tsienneto Rd., Suite 78 Derry, NH 03038 International Organization Of D. Rel 14111 Vincenta Blvd. Vallenta, Malta, Frank DeLucia & Son, Inc. 386 Merrimack Street Methuen, MA 01844 New Hampshire Soils, Inc. 202 Kent Place Newmarket, NH 03857	Building Construction Engineering services Provide staffing to be present on the premises at all times to provide security Purchase of Water Site work Wetlands monitoring and reporting

IN RE USA Springs Inc

Debtor(s)

Case No. 08-11816-JMD

(If known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Francesco Rotondo Sweet Review Realty Trust 155 Old Turnpike Rd. Nottingham, NH 03290 Francesco Rotondo, Trustee Garrison Place RT 155 Old Turnpike Rd. Nottingham, NH 03290	Roswell Commercial Mortgage LLC Three Neshaminy Interplex Trevose, PA 19053 Donald Willey P.O. Box 1802 Salisbury, MA Bill Gianopolos 579 Mount Vernon Street Lawrence, MA 01843 Frank Carozza 3165 Bel Air Drive Las Vegas, NV 89109 Dorothy Sajous 290 South Main Street Andover, MA 01810 Richard Mignalt 9 Farwood Rd. Windham, NH 03087 Town Of Nottingham P.O. Box 114 Nottingham, NH 03290 Town Of Barrington 41 Prvince Lane Barrington, NH 03825 Roswell Commercial Mortgage LLC Three Neshaminy Interplex Trevose, PA 19053 Frank Carozza 3165 Bel Air Drive Las Vegas, NV 89109 Roswell Commercial Mortgage LLC Three Neshaminy Interplex Trevose, PA 19053
Francesco Rotondo, Trustee Just Cause Realty Trust 155 Old Turnpike Rd. Nottingham, NH 03290	

IN RE USA Springs Inc

Debtor(s)

Case No. 08-11816-JMD

(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES**DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR**

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of _____ sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date: _____ Signature: _____ Debtor

Date: _____ Signature: _____ (Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342 (b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required by that section.

Printed or Typed Name and Title, if any, of Bankruptcy Petition Preparer

Social Security No. (Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs the document.

Address

Signature of Bankruptcy Petition Preparer

Date

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document, unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

A bankruptcy petition preparer's failure to comply with the provision of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **President** (the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership) of the **USA Springs Inc** (corporation or partnership) named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **19** sheets (*total shown on summary page plus 1*), and that they are true and correct to the best of my knowledge, information, and belief.

Date: **July 14, 2008** Signature: **/s/ Francesco Rotondo**

Francesco Rotondo

(Print or type name of individual signing on behalf of debtor)

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of New Hampshire**

IN RE:Case No. **08-11816-JMD****USA Springs Inc**Chapter **11**

Debtor(s)

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NUMBER OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	2	\$ 27,000,000.00		
B - Personal Property	Yes	3	\$ 100,000,335.17		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	2		\$ 10,771,330.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$ 12,000.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		\$ 3,130,571.68	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				\$
J - Current Expenditures of Individual Debtor(s)	No				\$
TOTAL		18	\$ 127,000,335.17	\$ 13,913,901.68	